

THE AMAZING SPIDER-MAN

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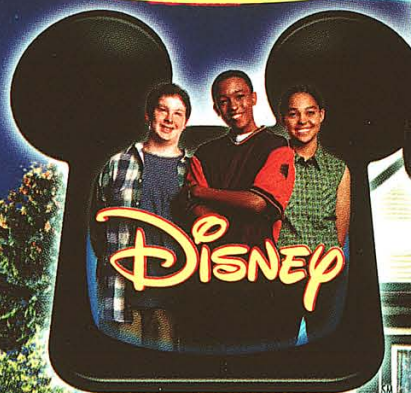
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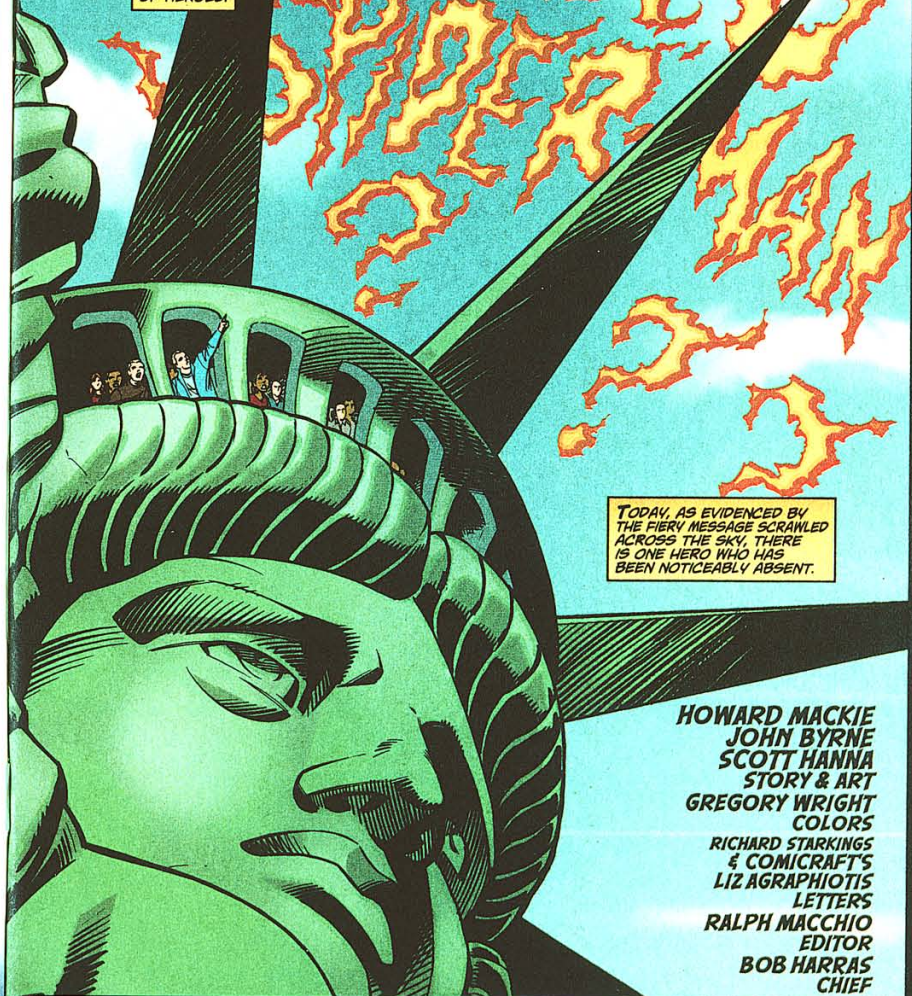
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STAN LEE
PRESENTS:

NEW YORK
CITY

THE HOME
OF HEROES.



TODAY, AS EVIDENCED BY
THE FIERY MESSAGE SCRAWLED
ACROSS THE SKY, THERE
IS ONE HERO WHO HAS
BEEN NOTICEABLY ABSENT.

HOWARD MACKIE
JOHN BYRNE
SCOTT HANNA
STORY & ART
GREGORY WRIGHT
COLORS
RICHARD STARKINGS
& COMICRAFT'S
LIZ AGRAPHOTIS
LETTERS
RALPH MACCHIO
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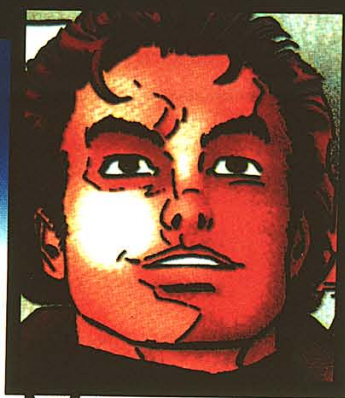
THE AMAZING SPIDER-MAN: Vol. 2, No. 1, January, 1999 (ISSN #0274-5232) Published by MARVEL COMICS, Joseph Calamari, President, Stan Lee, Publisher, Shinn Rheo, Executive VP, Publishing, OFFICE OF PUBLICATION, 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. PERIODICALS POSTAGE PAID AT NEW YORK, N.Y. AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 1999 Marvel Characters, Inc. All rights reserved. Price \$2.99 per copy in the U.S. and \$4.50 in Canada. Subscription rate for 12 issues: U.S. \$23.88; foreign \$35.88; and Canadian subscribers must add \$10.00 for postage and GST. GST #R123052652. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. SPIDER-MAN (including all prominent characters featured in this issue and the distinctive likenesses thereof) is a trademark of MARVEL CHARACTERS, INC. POSTMASTER: SEND ADDRESS CHANGES TO THE AMAZING SPIDER-MAN, c/o MARVEL DIRECT MARKETING CORP./SUBSCRIPTION DEPT., P.O. BOX 13078 DANBURY, CT 06813-1979. TELEPHONE # (203) 743-5331. FAX # (203) 744-9444. Printed in the U.S.A.

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HEY, IT'S
THE EVER-
AMAZING

SPIDER-MAN!

A true hero at heart, Spider-Man has dedicated his life to preventing injustices against the innocent.



Meet Peter Parker, once a brilliant, though meek, high school student, orphaned as a child and reared by his doting Uncle Ben and Aunt May. At a science fair, Peter was bitten by an irradiated spider and gained the proportionate strength, speed, agility and early warning "spider-sense" of that arachnid. He used these powers for personal fame and fortune as a masked Spider-Man. But when Peter failed to stop a criminal who later killed his beloved Uncle Ben, the youth's costumed identity took on a far deeper significance. He realized that with great power there must also come great responsibility. So Peter Parker became the wall-crawling nemesis of the criminal element; a young man determined to atone for the tragic death of his uncle — The Amazing Spider-Man!

SCORPION

Mac Gargan was a private investigator hired by J. Jonah Jameson to keep tabs on Peter Parker; to discover how he got such great photos of Spider-Man. Later, Jameson made Gargan part of an experiment the publisher was backing to create a being strong enough to defeat the web-slinger. Thus was born the Scorpion. In his super-powered identity, the Scorpion and Spidey have clashed numerous times with the Scorpion often coming out on top. The Scorpion possesses strength far greater than Spider-Man and recent updates include a working stinger and acid-releasing tail attachment.



AUNT MAY

Ben Parker's sweet, understanding wife, who is Peter's aunt and surrogate mother since the tragic death of the youth's parents.



MARY JANE WATSON-PARKER

The wife of Peter Parker/ Spider-Man, and his closest confidant. She has currently returned to Empire State University as a student majoring in psychology.



J. JONAH JAMESON

The publisher of New York's *Daily Bugle* newspaper who despises Spider-Man and has written numerous editorials stating the same.



JOE "ROBBIE" ROBERTSON

A man of great journalistic integrity, he is the conscience of the *Daily Bugle* newspaper. Robbie began his career there as the paper's city editor, and has risen to become its editor in chief. He is a friend and confidant of Peter Parker.



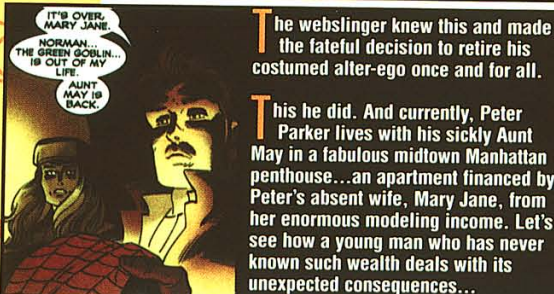
BETTY BRANT

Former secretary of J. Jonah Jameson at the *Daily Bugle* newspaper and currently an eager reporter there. She was Peter Parker's first love who eventually married the late Ned Leeds. Betty occasionally dates Flash Thompson and remains close friends with Peter.



PREVIOUSLY IN...

Spider-Man had decisively defeated his most bitter enemy—Norman Osborn, the Green Goblin, and saved the life of his Aunt May in the process.



The webslinger knew this and made the fateful decision to retire his costumed alter-ego once and for all.

This he did. And currently, Peter Parker lives with his sickly Aunt May in a fabulous midtown Manhattan penthouse...an apartment financed by Peter's absent wife, Mary Jane, from her enormous modeling income. Let's see how a young man who has never known such wealth deals with its unexpected consequences...



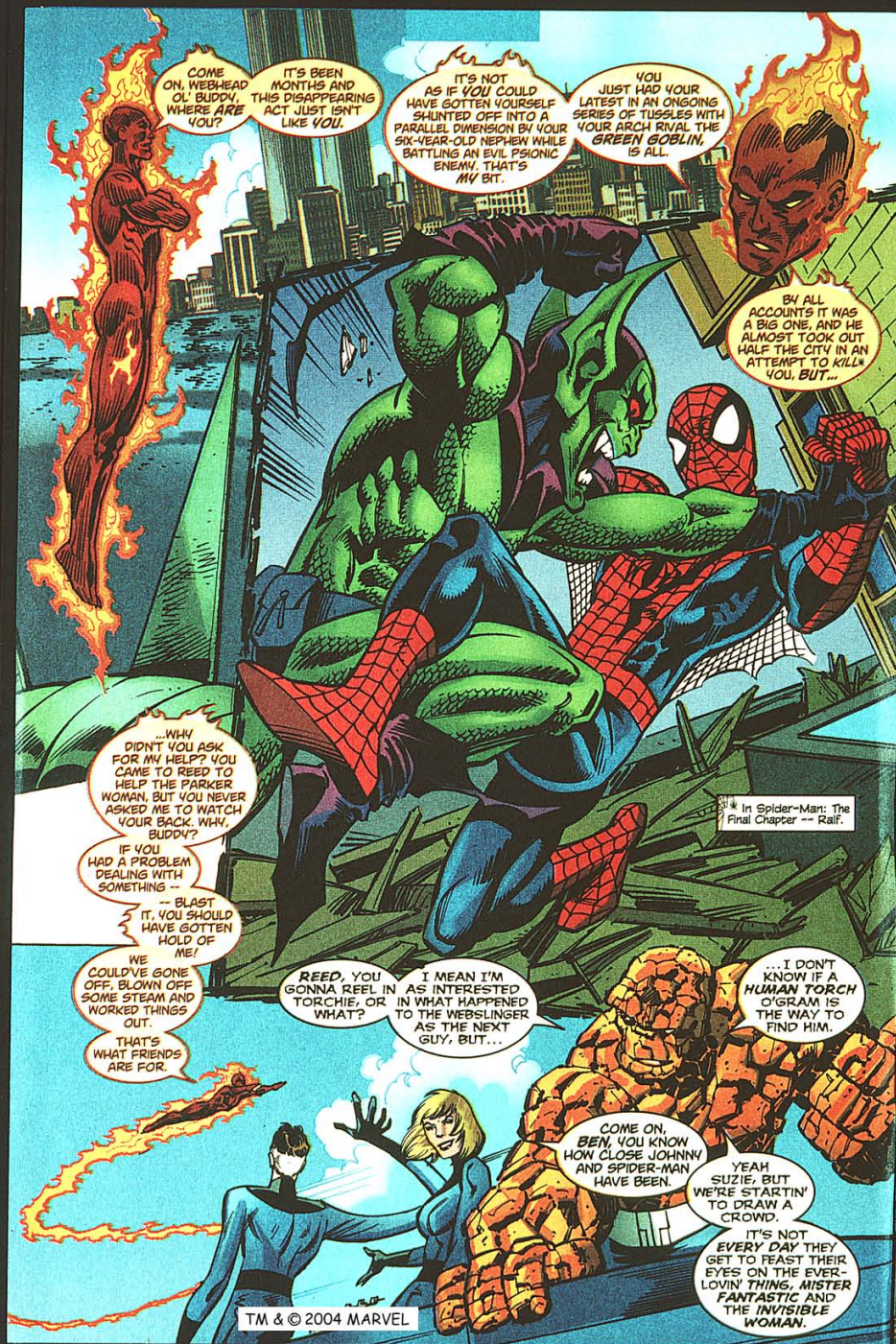
THE AMAZING SPIDER-MAN



Additionally, he had physically supported part of the structure of the collapsing Daily Bugle building, allowing workers within to escape.

Yet, despite his heroic efforts, the people of New York were still suspicious of the web-spinner, still could not warm to the often misunderstood crusader in their midst.

Design by COMICRAFT'S John Marasigan



COME ON, WEBHEAD OL' BUDDY, WHERE ARE YOU?

IT'S BEEN MONTHS AND THIS DISAPPEARING ACT JUST ISN'T LIKE YOU

IT'S NOT AS IF YOU COULD HAVE GOTTEN YOURSELF SHUNTED OFF INTO A PARALLEL DIMENSION BY YOUR SIX-YEAR-OLD NEPHEW WHILE BATTLING AN EVIL PSYCHO ENEMY. THAT'S MY BIT.

YOU JUST HAD YOUR LATEST IN AN ONGOING SERIES OF TUGGLES WITH YOUR ARCH RIVAL THE GREEN GOBLIN. IS ALL

BY ALL ACCOUNTS IT WAS A BIG ONE, AND HE ALMOST TOOK OUT HALF THE CITY IN AN ATTEMPT TO KILL YOU, BUT...

WHY DIDN'T YOU ASK FOR MY HELP? YOU CAME TO REED TO HELP THE PARKER WOMAN, BUT YOU NEVER ASKED ME TO WATCH YOUR BACK. WHY, BUDDY?

IF YOU HAD A PROBLEM DEALING WITH SOMETHING --

BLAST IT, YOU SHOULD HAVE GOTTEN HOLD OF ME!

WE COUL'DVE GONE OFF, BLOWN OFF SOME STEAM AND WORKED THINGS OUT.

THAT'S WHAT FRIENDS ARE FOR.

REED, YOU GONNA REEL IN TORCHIE, OR WHAT?

I MEAN I'M AS INTERESTED IN WHAT HAPPENED TO THE WEBSLINGER AS THE NEXT GUY, BUT...

...I DON'T KNOW IF A HUMAN TORCH O'GRAM IS THE WAY TO FIND HIM.

COME ON, BEN, YOU KNOW HOW CLOSE JOHNNY AND SPIDER-MAN HAVE BEEN.

YEAH SUZIE, BUT WE'RE STARTIN' TO DRAW A CROWD.

IT'S NOT EVERY DAY THEY GET TO FEAST THEIR EYES ON THE EVER-LOVIN' THING, MISTER FANTASTIC AND THE INVISIBLE WOMAN.

In Spider-Man: The Final Chapter -- Raif.



NOT TO WORRY, BEN, I GAVE IT MY BEST SHOT.

SPIDEY'S NOT SHOWING.

I'M SORRY, JOHNNY. I KNOW HOW YOU MUST FEEL.

DON'T SWEAT IT, REED. SPIDEY'S A BIG BOY.

I'M SURE HE'S GOT A GOOD REASON FOR DROPPING OUT OF SIGHT.

HE'LL GET IN TOUCH WHEN HE NEEDS TO.

SORRY, BUDDY, BUT SPIDER-MAN ISN'T COMING OUT TO PLAY.

NOT TONIGHT OR EVER AGAIN.

PETER PARKER'S DAYS AS THE AMAZING SPIDER-MAN ARE OVER.

THE RESPONSIBILITY OF BEING A SUPER HERO, AND STILL HAVING HALF THE CITY HATE ME, TOOK ITS TOLL. I'VE LOST TOO MUCH -- MADE TOO MANY SACRIFICES.

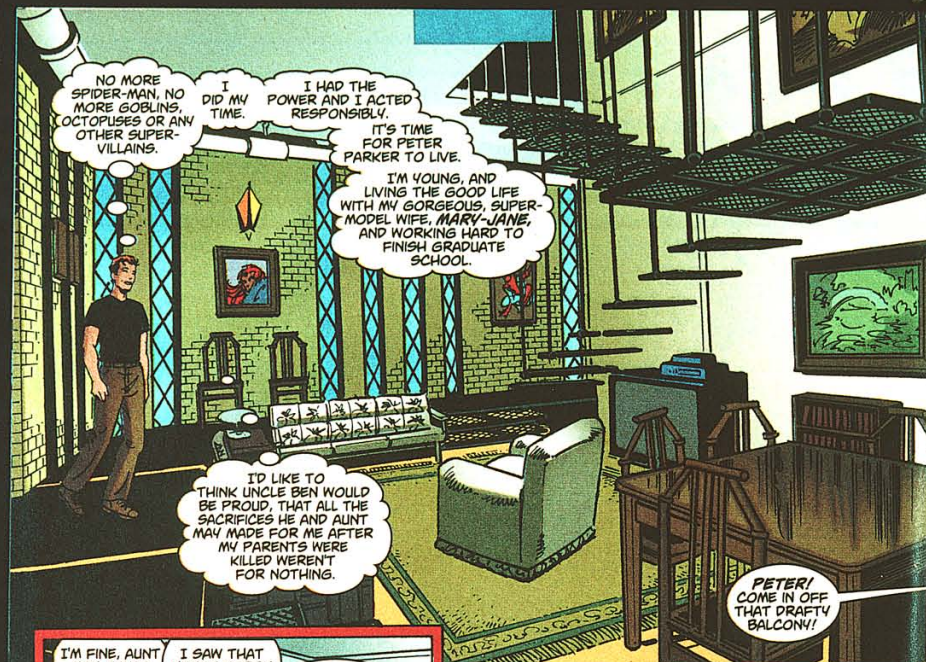
AND ALL BECAUSE ONE ITSY-BITSY IRRADIATED SPIDER BIT ME IN ITS DEATH THROES AND GAVE ME THE PROPORTIONATE STRENGTH, SPEED AND DANGER SENSE OF SAID ARACHNID...

WHAT WOULD MY LATE UNCLE BEN THINK OF ALL THAT'S HAPPENED TO ME SINCE THAT FATEFUL DAY? AND WHAT WOULDN'T I GIVE TO HEAR IT FROM HIM.

HE WAS ALWAYS THERE FOR ME. AFTER MY PARENTS WERE KILLED IN THE PLANE CRASH, HE AND AUNT MAY TOOK ME IN AS THEIR OWN.

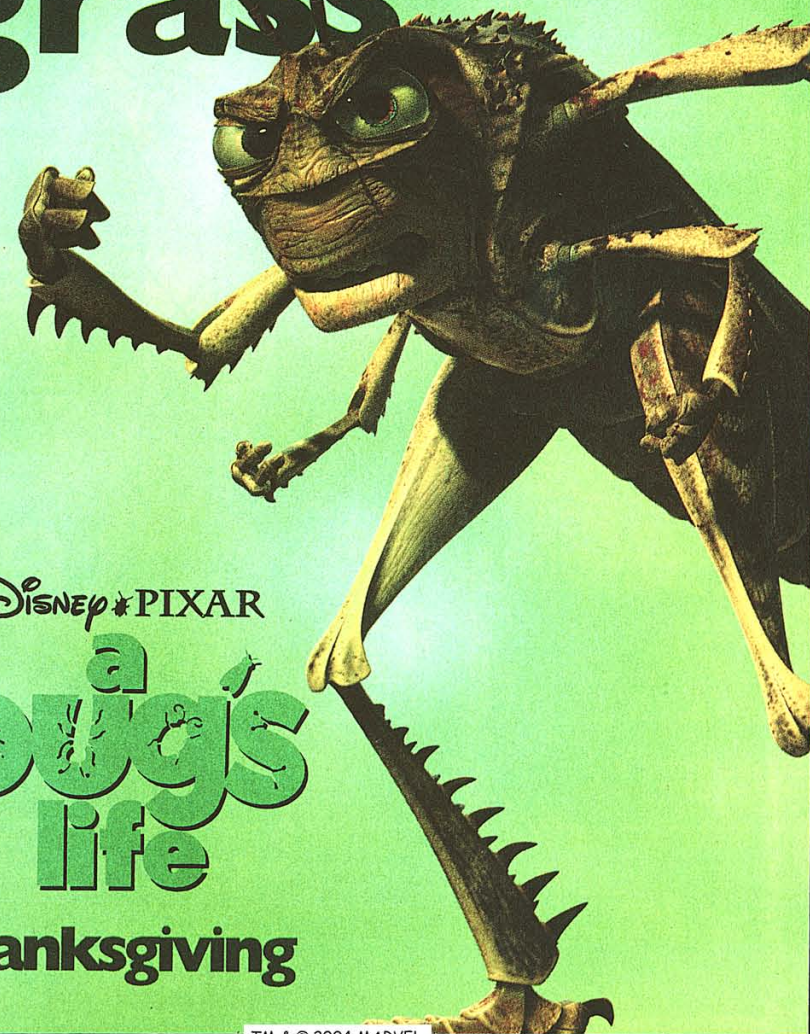
WE ALWAYS HAD A ROOF OVER OUR HEAD IN THOSE DAYS, BUT IT WAS MUCH MORE HAND-TO-MOUTH THAN EITHER OF THEM WOULD EVER LET ON. BLESS 'EM.

AND NOW...



from the creators of "toy story"

bugs kick grass

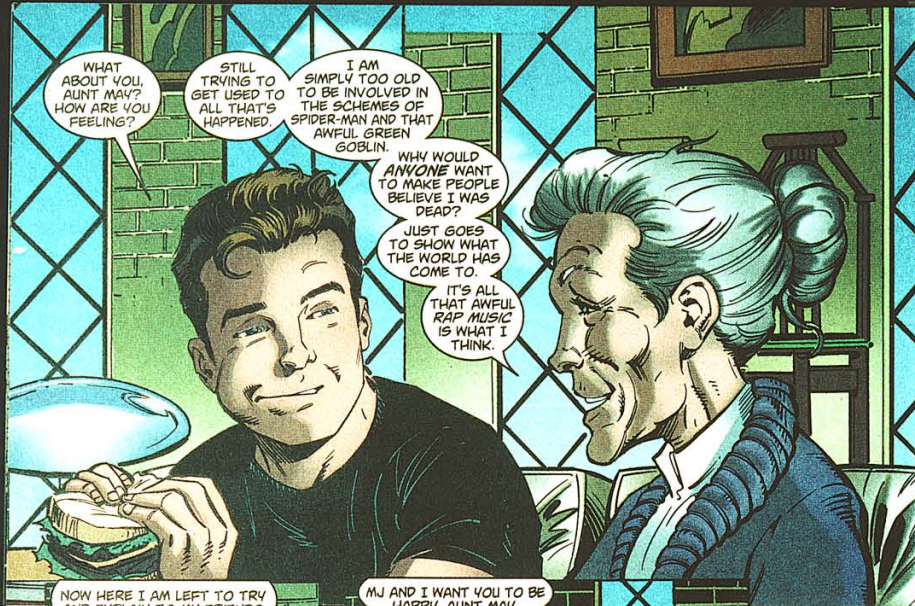


Disney * PIXAR

a **bugs** life

thanksgiving

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WHAT ABOUT YOU, AUNT MAY? HOW ARE YOU FEELING?

STILL TRYING TO GET USED TO ALL THAT'S HAPPENED.

I AM SIMPLY TOO OLD TO BE INVOLVED IN THE SCHEMES OF SPIDER-MAN AND THAT AWFUL GREEN GOBLIN.

WHY WOULD ANYONE WANT TO MAKE PEOPLE BELIEVE I WAS DEAD?

JUST GOES TO SHOW WHAT THE WORLD HAS COME TO.

IT'S ALL THAT AWFUL RAP MUSIC IS WHAT I THINK.

NOW HERE I AM LEFT TO TRY AND EXPLAIN TO MY FRIENDS THAT I WASN'T DEAD AFTER ALL.

ALL THOSE FLOWERS SENT TO THE CEMETERY, YOU KNOW, PETER. MOST OF MY FRIENDS ARE ON FIXED INCOMES AND CAN'T AFFORD SUCH EXTRAVAGANCES.

AND NOW LOOK AT ME, LIVING THE HIGH LIFE IN A PENTHOUSE APARTMENT WITH MY FAVORITE NEPHEW AND HIS WIFE.

SUCH LUXURY! IT ALL IS GOING TO TAKE SOME GETTING USED TO.

MJ AND I WANT YOU TO BE HAPPY, AUNT MAY.

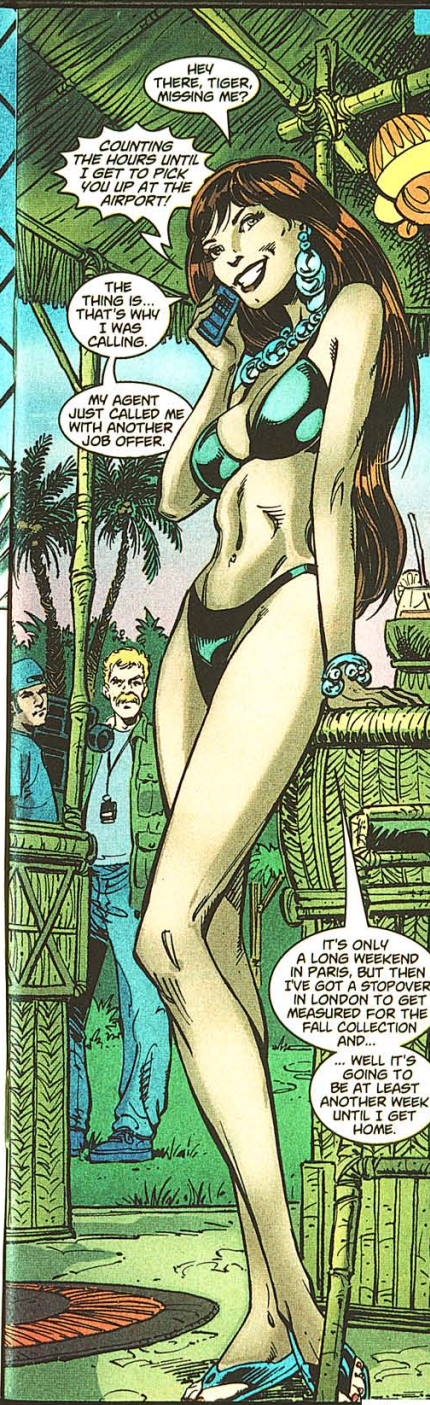
YOU'VE BEEN THROUGH SO MUCH...

...YOU DESERVE TO TAKE IT EASY FOR AWHILE.

WE ALL DO.

SPEAKING OF MY FAVORITE RED-HEADED SUPER MODEL!

RRRRINGG



HEY THERE, TIGER, MISSING ME?

COUNTING THE HOURS UNTIL I GET TO PICK YOU UP AT THE AIRPORT!

THE THING IS... THAT'S WHY I WAS CALLING.

MY AGENT JUST CALLED ME WITH ANOTHER JOB OFFER.

IT'S ONLY A LONG WEEKEND IN PARIS, BUT THEN I'VE GOT A STOPOVER IN LONDON TO GET MEASURED FOR THE FALL COLLECTION AND...

...WELL, IT'S GOING TO BE AT LEAST ANOTHER WEEK UNTIL I GET HOME.

YEAH, MJ. I'M STICKING TO MY PROMISE, THOUGH I DID ASSUME WITH ME HAVING ALL THIS EXTRA TIME... I'D GET TO SPEND SOME OF IT WITH MY GORGEOUS WIFE.

I'M GOING TO HAVE TO GO NOW, TIGER, BUT REMEMBER... NO COSTUMES.

NO PROBLEM.

THEN DON'T WORRY ABOUT IT. HONESTLY, I'VE GOT PLENTY GOING ON HERE BETWEEN GRAD SCHOOL, FREELANCING FOR THE BUGLE AND I GOT THE INTERVIEW WITH TRI CORP RESEARCH FOUNDATION.

PETER! IT'S WHAT YOU'VE ALWAYS WANTED!

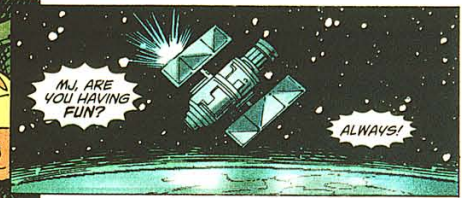
I DON'T HAVE IT YET, KIDDO.

IF THEY'RE FULL OF AS MANY SMART PEOPLE AS THEY CLAIM... YOU WILL. NOW HOW'S AUNT MAY? IS THE APARTMENT WORKING OUT? DID THE NEW FURNITURE SHOW UP? ARE YOU SENDING THE BILLS TO MY BUSINESS MANAGER?

SHE'S DOING GREAT. YES, YES, AND YES.

AND WHAT ABOUT THE OTHER THING? YOU ARE KEEPING YOUR PROMISE, AREN'T YOU?

YOU KNOW I CAN'T BE THERE TO KISS IT AND MAKE IT BETTER EVERY TIME YOU FALL OFF A BUILDING.





... THE BLIND CRUSADER KNOWN AS DAREDEVIL ATTENDS TO THE BUSINESS OF PROTECTING THE INNOCENTS WHO LIVE IN HIS NEIGHBORHOOD.



SIMULTANEOUSLY, AT AVENGERS MANSION...



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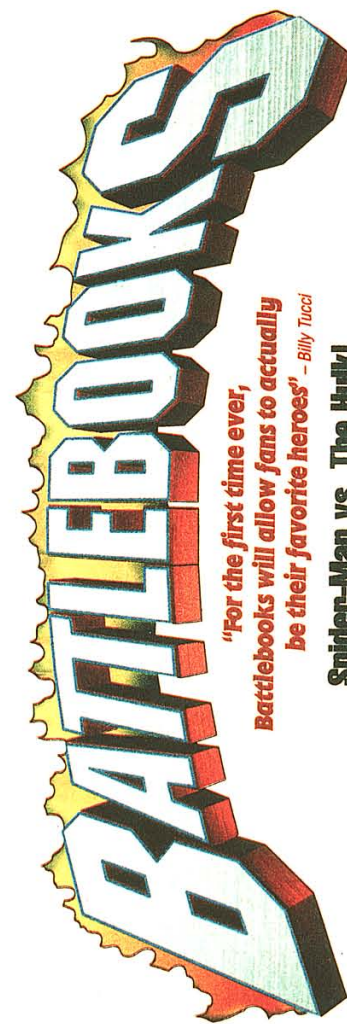
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LET THE GAMES BEGIN

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UNLEASH THE HERO WITHIN AT A COMIC SHOP NEAR YOU



SIR, THE REST OF THE TEAM ARE ASSEMBLED AND AWAITING YOU IN THE COMBAT SIMULATION ROOM.

THANK YOU, JARVIS. I'M ON MY WAY.

SPIDER-MAN IS MISSED, SIR, ISN'T HE?

YES, JARVIS. HE IS.

HE WAS A STRANGE ONE, THOUGH. NEVER REALLY ACCEPTED BY THE PUBLIC -- A LONER. BUT IF I'M ANY JUDGE OF CHARACTER, HE HAD A GOOD HEART.



SIR, I THOUGHT YOU MIGHT WANT TO SEE THIS. THIS MORNING'S DAILY BUGLE.

THANK YOU.



I'LL SHOW IT TO THE REST OF THE TEAM.

I DON'T KNOW WHY EVERYBODY'S SO WORRIED ABOUT SPIDER-MAN.

THE WALL-CRAWLER WASN'T REALLY MUCH MORE THAN A RESERVE AVENGER, SO WHAT'S THE BIG DEAL?

THE BIG DEAL, JUSTICE, IS THAT WITHOUT SPIDER-MAN DOING WHAT HE DOES...

WE WOULD BE TOO BUSY CHASING AFTER THE LIKES OF DOCTOR OCTOPUS, THE GREEN GOBLIN AND VENOM TO DO WHAT WE DO.

HAVE AT THEE, VISION!

IRON MAN, PERHAPS WE COULD CONCLUDE THIS DISCUSSION OF SPIDER-MAN'S WORTH UNTIL AFTER YOU AND JUSTICE HAVE ATTEMPTED TO DEAL WITH THOR'S HAMMER...

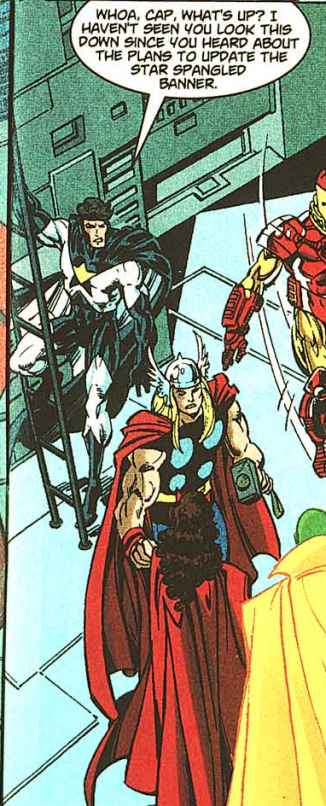
...WHICH HAS PASSED THROUGH MY HOLOGRAM FORM AND IS NOW PLACING THE SCARLET WITCH IN HARM'S WAY.



PLEASE, VISION, THERE'S NO NEED TO BE OVERLY PROTECTIVE OF ME.

HE WOULD NO SOONER PLACE ME IN HARM'S WAY THAN HE WOULD TRY AND HURT THE VISION.

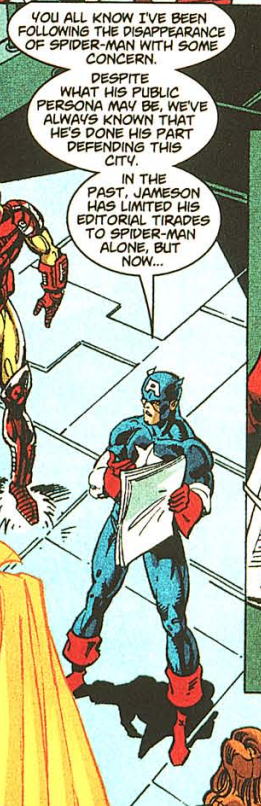
A SIMPLE ALTERING OF PROBABILITIES AND...



WHOA, CAP, WHAT'S UP? I HAVEN'T SEEN YOU LOOK THIS DOWN SINCE YOU HEARD ABOUT THE PLANS TO UPDATE THE STAR SPANGLED BANNER.



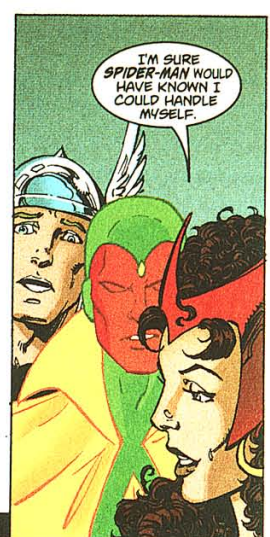
... THE HAMMER LOSES ITS KINETIC ENERGY AND...
... IT FALLS -- UNTIL THOR CALLS IT BACK.



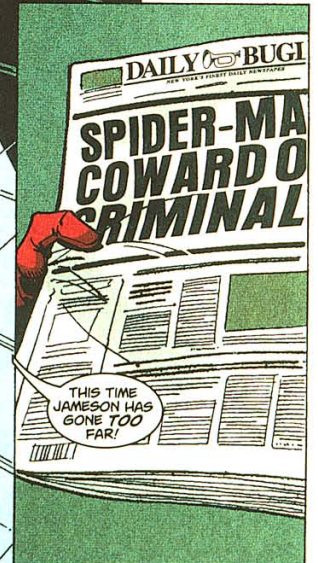
YOU ALL KNOW I'VE BEEN FOLLOWING THE DISAPPEARANCE OF SPIDER-MAN WITH SOME CONCERN.

DESPITE WHAT HIS PUBLIC PERSONA MAY BE, WE'VE ALWAYS KNOWN THAT HE'S DONE HIS PART DEFENDING THIS CITY.

IN THE PAST, JAMESON HAS LIMITED HIS EDITORIAL TIRADES TO SPIDER-MAN ALONE, BUT NOW...



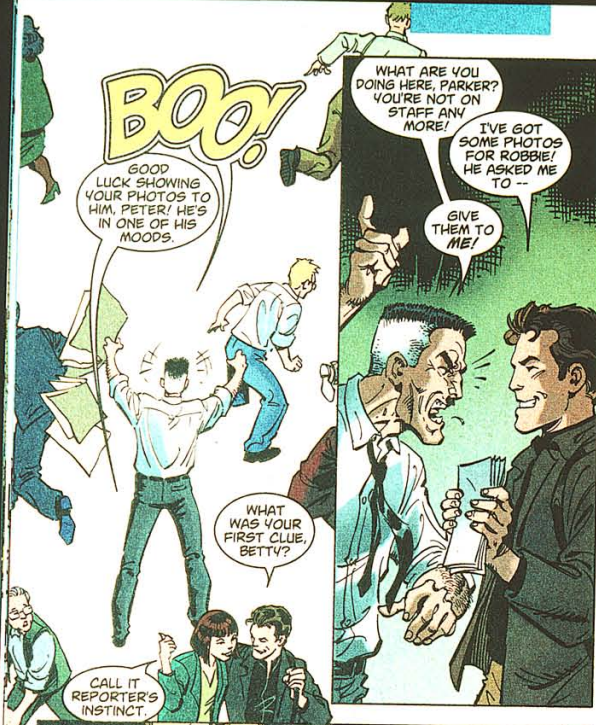
I'M SURE SPIDER-MAN WOULD HAVE KNOWN I COULD HANDLE MYSELF.



THIS TIME JAMESON HAS GONE TOO FAR!



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GOOD LUCK SHOWING YOUR PHOTOS TO HIM, PETER! HE'S IN ONE OF HIS MOODS.

WHAT WAS YOUR FIRST CLUE, BETTY?

CALL IT REPORTER'S INSTINCT

WHAT ARE YOU DOING HERE PARKER? YOU'RE NOT ON STAFF ANY MORE!

I'VE GOT SOME PHOTOS FOR ROBBIE! HE ASKED ME TO --

GIVE THEM TO ME!



BANK ROBBERY! BOMBING SUSPECT! BRIDGE JUMPING!

THE AVENGERS! THE FANTASTIC FOUR!

USELESS!

YOU EXPECT ME TO PAY GOOD MONEY FOR SHOTS ANY KID WITH A DISPOSABLE CAMERA COULD HAVE TAKEN? SPIDER-MAN, PARKER! THAT'S WHAT I PAY FOR! BRING ME SHOTS OF SPIDER-MAN BREAKING THE LAW AND YOU'LL COLLECT A PAYCHECK! UNTIL THEN...

...STAY OUT OF MY FACE!



DON'T WORRY ABOUT IT, PETER. I'LL PROCESS THE VOUCHER. JONAH MAY BE THE PUBLISHER, BUT I'M STILL THE EDITOR-IN-CHIEF.

THANKS, ROBBIE.

SO, PETER, YOU USED TO HAVE THE KNACK FOR TRACKING DOWN SPIDER-MAN...ANY CLUES AS TO WHAT'S HAPPENED TO HIM?

NOT A ONE.



ROBBIE! THE POLICE SCANNERS ARE GOING WILD! APPARENTLY THE SCORPION IS ON A RAMAGE.

THE POLICE ARE BEING TORN APART. NO ONE HAS BEEN ABLE TO REACH THE AVENGERS OR THE FF. IT'S BAD, ROBBIE.

TAKE IT, BRANT. YOU WANT IN ON THIS, PETER?



I'D LOVE TO, ROBBIE, BUT...ER... I'VE GOT ANOTHER APPOINTMENT.



A SHORT TIME LATER, ON A MANHATTAN STREET WHICH HAS BEEN TURNED INTO A BATTLE ZONE...

I'VE GOT NO TIME FOR THIS, BOYS AND GIRLS! I'VE BEEN HIRED TO FIND SOMEONE!

JUST LIKE THE OLD DAYS WHEN I WAS SIMPLY MAC GARGAN, PRIVATE EYE!

THINGS HAVE CHANGED A LOT FOR ME SINCE THEN.

CHANGED AND CHANGED AGAIN.

IS GOOD. DON'T YOU THINK?



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THE NEWBIE PHOTOGRAPHER
ROBBIE SENT OFF WITH ME
WOULDN'T GET CLOSE ENOUGH
FOR THE MONEY
SHOTS.

HOW
TOUGH CAN
IT BE?

POP IN...
...SNAP
A COUPLE OF
CLOSE-UPS BEFORE
THE SCORPION
EVEN NOTICES
ME...
...AND POP
OUT --

CLIK
CLIK



HEY!

I DON'T
THINK YA
GOT MY GOOD
SIDE, LITTLE
LADY!

ER...
I...

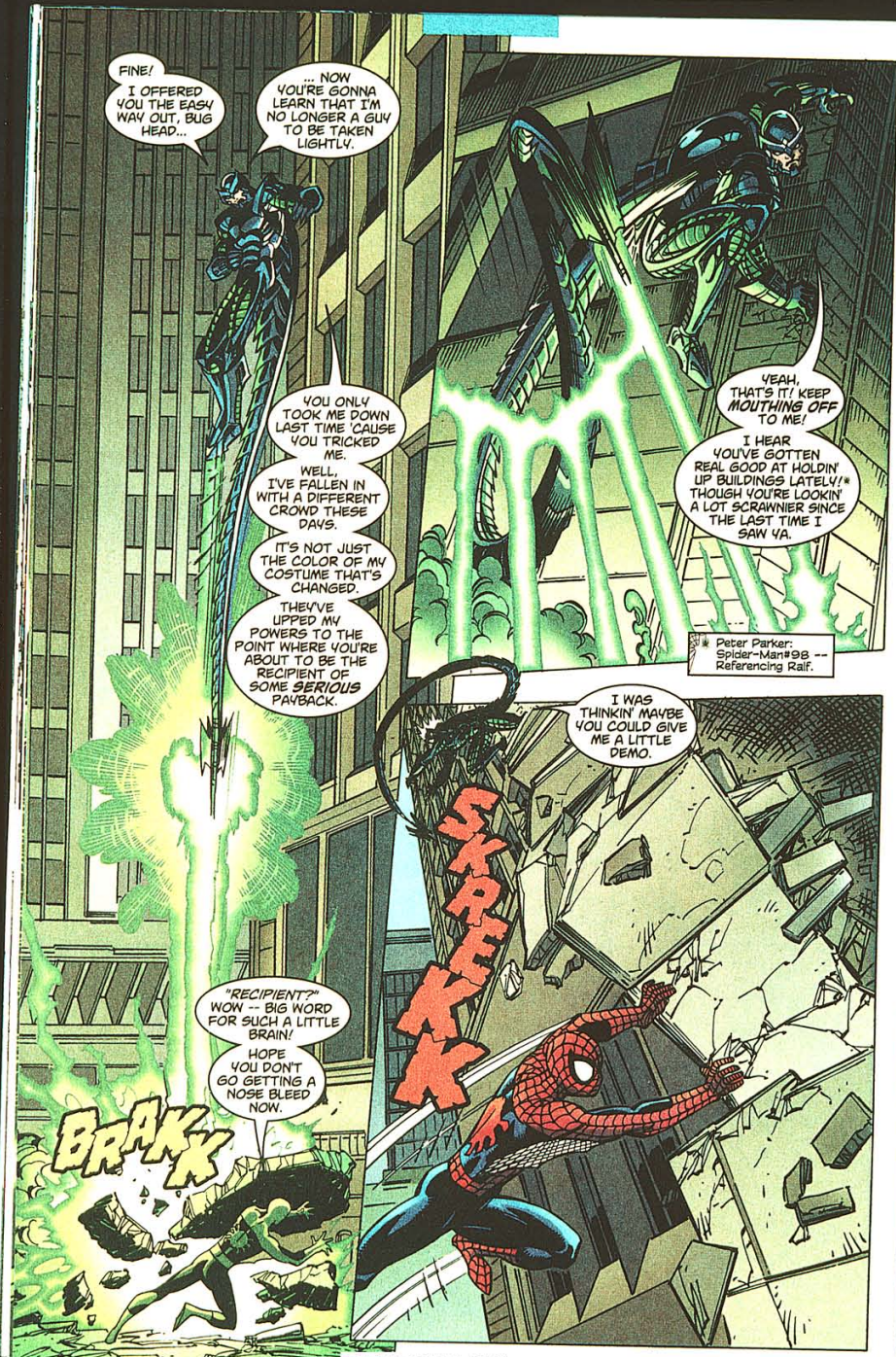


FROM
WHERE I'M
STANDING,
UGLY...



... YOU
DON'T HAVE
A GOOD
SIDE!



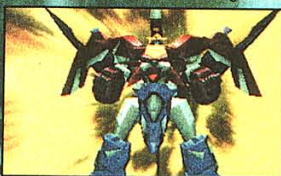




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shake the Heavens.*

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A SHORT TIME LATER...

TRI CORP RESEARCH FOUNDATION.

A PRIVATE BRAIN TRUST, WITH UNLIMITED RESOURCES, WHICH SERVES AS A PLAYGROUND FOR THE BEST OF THE BEST OF THE COUNTRY'S SCIENTIFIC MINDS.

AS PETER PARKER WALKS THROUGH THE DOOR HE SIMPLY THINKS OF IT AS HEAVEN.

THIS IS WHERE I BELONG! THIS IS WHERE I'VE ALWAYS BELONGED.

I CAN DO SO MUCH MORE HERE THAN I EVER COULD AS SPIDER-MAN.

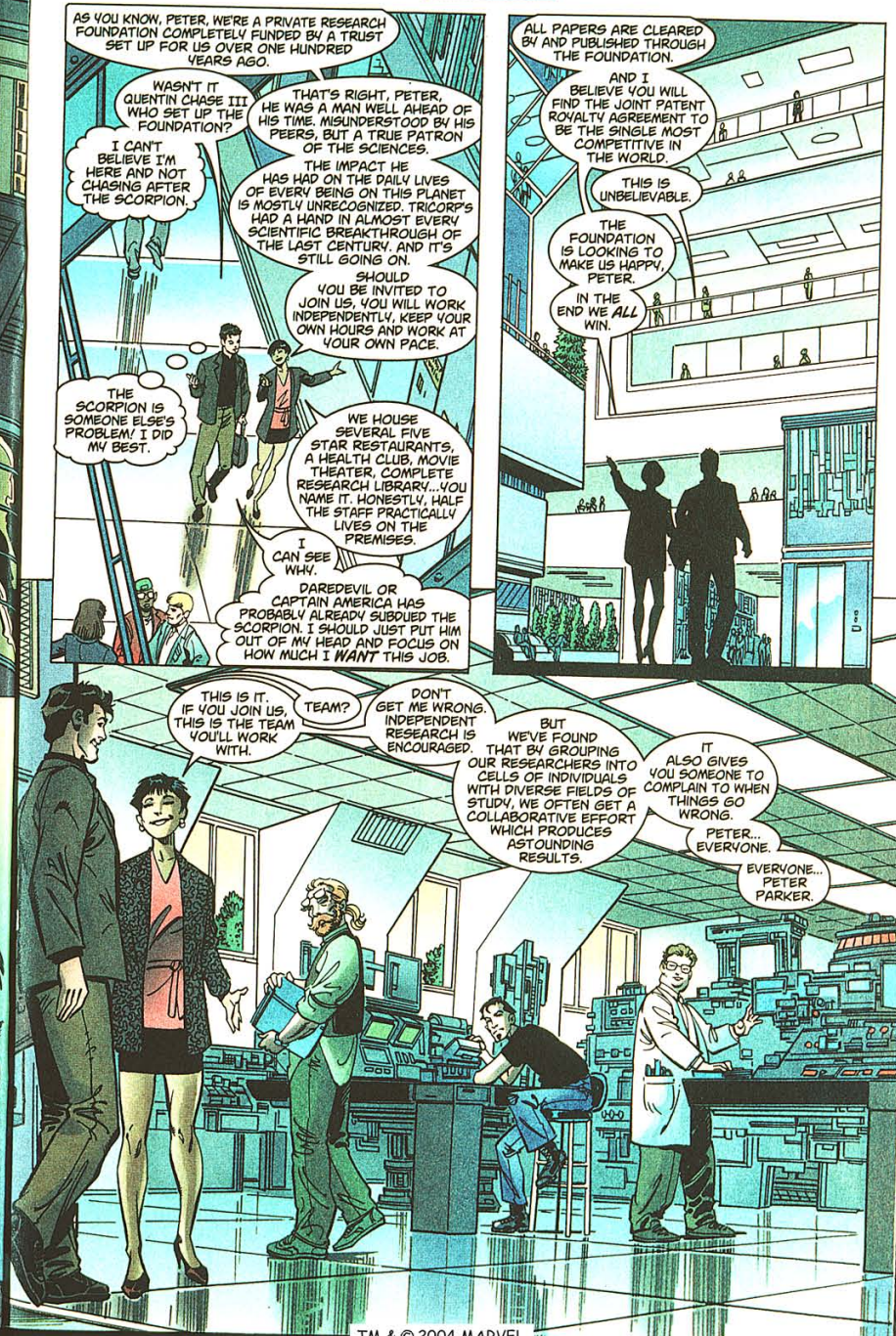
PETER? PETER PARKER?

TERRY...TERRY KHAN. WE SPOKE ON THE PHONE ABOUT THE INTERVIEW.

SORRY IF I SEEM DISTRACTED, MS. KHAN, BUT I FEEL LIKE I JUST STEPPED INTO A WILLIE WONKA'S CHOCOLATE FACTORY.

IT'S THE SAME FOR US ALL WHEN WE FIRST GET HERE, PETER. AND YOU HAVEN'T SEEN THE HALF OF IT YET.

LET ME SHOW YOU AROUND BEFORE WE SIT DOWN AND TALK WITH DOCTOR TWAKI.



AS YOU KNOW, PETER, WE'RE A PRIVATE RESEARCH FOUNDATION COMPLETELY FUNDED BY A TRUST SET UP FOR US OVER ONE HUNDRED YEARS AGO.

WASN'T IT QUENTIN CHASE III WHO SET UP THE FOUNDATION?

I CAN'T BELIEVE I'M HERE AND NOT CHASING AFTER THE SCORPION.

THAT'S RIGHT, PETER, HE WAS A MAN WELL AHEAD OF HIS TIME, UNDERSTOOD BY HIS PEERS, BUT A TRUE PATRON OF THE SCIENCES.

THE IMPACT HE HAS HAD ON THE DAILY LIVES OF EVERY BEING ON THIS PLANET IS MOSTLY UNRECOGNIZED. TRICORP'S HAD A HAND IN ALMOST EVERY SCIENTIFIC BREAKTHROUGH OF THE LAST CENTURY, AND IT'S STILL GOING ON.

SHOULD YOU BE INVITED TO JOIN US, YOU WILL WORK INDEPENDENTLY, KEEP YOUR OWN HOURS AND WORK AT YOUR OWN PACE.

THE SCORPION IS SOMEONE ELSE'S PROBLEM. I DID MY BEST.

WE HOUSE SEVERAL FIVE STAR RESTAURANTS, A HEALTH CLUB, MOVIE THEATER, COMPLETE RESEARCH LIBRARY...YOU NAME IT. HONESTLY, HALF THE STAFF PRACTICALLY LIVES ON THE PREMISES.

I CAN SEE WHY.

DAREDEVIL OR CAPTAIN AMERICA HAS PROBABLY ALREADY SUBOLED THE SCORPION. I SHOULD JUST PUT HIM OUT OF MY HEAD AND FOCUS ON HOW MUCH I WANT THIS JOB.

THIS IS IT. IF YOU JOIN US, THIS IS THE TEAM YOU'LL WORK WITH.

TEAM?

DON'T GET ME WRONG. INDEPENDENT RESEARCH IS ENCOURAGED.

BUT WE'VE FOUND THAT BY GROUPING OUR RESEARCHERS INTO CELLS OF INDIVIDUALS WITH DIVERSE FIELDS OF STUDY, WE OFTEN GET A COLLABORATIVE EFFORT WHICH PRODUCES ASTOUNDING RESULTS.

IT ALSO GIVES YOU SOMEONE TO COMPLAIN TO WHEN THINGS GO WRONG.

PETER...EVERYONE.

EVERYONE...PETER PARKER.

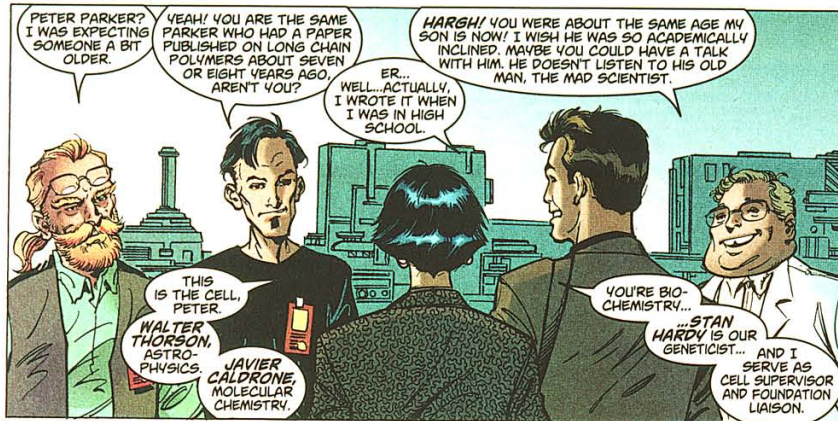
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AND I BELIEVE YOU WILL FIND THE JOINT PATENT ROYALTY AGREEMENT TO BE THE SINGLE MOST COMPETITIVE IN THE WORLD.

THIS IS UNBELIEVABLE.

THE FOUNDATION IS LOOKING TO MAKE US HAPPY, PETER.

IN THE END WE ALL WIN.





BULLPEN BULLETINS

ON SALE NOVEMBER 18

A-NEXT

Get ready to meet the CAPTAIN AMERICA of the future - AMERICAN DREAM and her DREAM TEAM: FREEBOOTER, CRIMSON CURSE, and BLUESTREAK! By TOM DeFALCO and RON FRENZ!

CAPTAIN AMERICA

The sparks start to fly between STEVE and SHARON, as CAP's oldest foe returns! That's right: that grinning ghoul, the RED SKULL, is back and badder than ever! By MARK WAID and DOUG BRAITHWAITE!

ESSENTIAL AVENGERS

At last! The first 24 issues of the original Avengers series, in one titanic volume! This is the one that no true Avengers fan can afford to miss! By STAN LEE, JACK KIRBY, DON HECK, and many more!

HEROES FOR HIRE

WOLVERINE guest-stars in the action-packed conclusion of the mission to Madripoor! But is LOGAN for hire? And will his price be too high? By JOHN OSTRANDER and PASCUAL FERRY!

INCREDIBLE HULK

A classic HULK foe from beyond the stars is about to send BRUCE BANNER on a voyage where no man has gone before! By JOE CASEY and JAVIER FULIDI!

MARVEL AUTHENTIX: AMAZING SPIDER-MAN

A limited edition of 300 copies, each with a one-of-a-kind cover sketch by the legendary JOHN ROMITA! By HOWARD MACKIE and JOHN BYRNE!

PUNISHER

Get ready for a retelling of the PUNISHER's origin that's so shocking and unpredictable, you'll think you've lost your mind! By CHRISTOPHER GOLDEN, TOM SMIEGOSKI and BERNIE WRIGHTSON!

PETER PARKER: SPIDER-MAN

Is the new SPIDER-MAN friend or foe? PETER PARKER is determined to find all the answers! And a new villain called the RANGER is out for blood! By HOWARD MACKIE and JOHN ROMITA JR.!

THUNDERBOLTS

HERCULES and ATLAS in a clash that's gonna rock both the AVENGERS and the THUNDERBOLTS! Featuring a surprise Avengers guest-star! By KURT BUSIEK and MARK BAGLEY!

UNCANNY X-MEN

The X-MEN must join forces with the BROTHERHOOD to battle CEREBRO - an enemy that could destroy them all! By STEVE SEAGLE and LIEHEL YU!

UNION JACK

Jack thought he had his hands full with that vile vampire, BARON BLOOD! Now he has to deal with a lethal lady called the BARONESS! By BEN RAAB and JOHN CASSADY!

X-MAN

STRYFE stands triumphant in the cataclysmic conclusion of the CABLE/X-MAN crossover! The future of X-MAN begins here, with ramifications that will change his life forever! By TERRY KAVANAGH and J.H. WILLIAMS!

X-MEN

ROGUE, GAMBIT, STORM, and NIGHT-CRAWLER venture to a desolate corner of the world, where they find a guy who seems like XAVIER - but he isn't! So who is he? By JOE KELLY and ADAM KUBERT!

X-MEN: THE MANGA

The X-MEN journey to Europe on a desperate mission to stop the FOUR HORSEMEN of APOCALYPSE - and their teammate, ANGEL! By YUKIKAZE AMAGI!

ITEM! Last week, we announced the first issue of the all-new AMAZING SPIDER-MAN #1! Now get ready for lightning to strike again next week, as we unleash the first issue of PETER PARKER, SPIDER-MAN on an unsuspecting world! It's 48-pages of web-spinning excitement, written by the talented HOWARD MACKIE, with stunning art by the unbeatable team of JOHN ROMITA JR. and SCOTT HANNA! There's a new SPIDER-MAN in town, and PETER PARKER won't rest until he finds out who this impostor is! A new villain called the RANGER also makes the scene, and he's determined to kill a U.S. Senator! This sounds like a job for Spidey! But which one? With two Spider-Men running around, it's enough to make J. JONAH JAMESON's hair stand up on end! So don't miss PETER PARKER: SPIDER-MAN #1, as we launch a new era of web-slinging greatness!

ITEM! Quick! Name CAPTAIN AMERICA's greatest foe! If you said the RED SKULL, consider yourself No-Prize! The Skull has been a pain in Cap's patriotic side ever since they first clashed in the dark days of World War II! Next week, of Skull-Head is back in the pages of CAPTAIN AMERICA #13 - which looks like it'll be an unlucky number for the Star-Spangled Avenger! Just when things look like they may be heating up between STEVE ROGERS and SHARON CARTER, the Skull returns with a surprising new ally! Who is it? You'll have to ask Cap's creative crew, writer MARK WAID and those awesome artists, DOUG BRAITHWAITE and MARK FARMER! Or better yet - just pick up CAP #13!

ITEM! HERCULES is looking for some payback next week in THUNDERBOLTS #22 - and the target of his Olympian wrath is none other than ATLAS! It seems that a few years back, Atlas was part of the MASTERS OF EVIL group that beat the tar out of old Herc (in a story reprinted this month in the AVENGERS: UNDER SIEGE trade paperback)! Of course, that was before Atlas reformed and abandoned his evil ways! But Herc doesn't care about that - he just wants to put a hurtin' on the gargantuan hero! Writer KURT BUSIEK brings you all the blow-by-blow action, while artists MARK BAGLEY and SCOTT HANNA pull no punches in the art department! This knock-down, drag-out slugfest for the ages is only the warm-up for the AVENGERS/THUNDERBOLTS confrontation coming later this month!

ITEM! A gray September day was made a little brighter by the appearance of two superstar artists in the Marvel Bullpen! Spider-Man artists extraordinaire JOHN BYRNE and JOHN ROMITA JR. both graced our hallowed halls with their presence on the same day - a rare event indeed! These days, we keep our frantic freelancers so busy, they don't often have time to visit the Marvel offices! So it was a real treat to have both Spider-artists pop in on the same day! It was such a momentous occasion that Spidey editor RALPH MACCHIO not only showed up for work, but was only a few hours late! The prolific Mr. Byrne even worked on some arachnid art, giving the delighted Bullpen a chance to see a spectacular Spidey artist strut his stuff! (And no, there's no truth to the rumor that either of the two Johns draws while hanging from the ceiling!)

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STAN'S SOAPBOX!

Hi, Heroes!
Let's see how many questions n' answers I can squeeze into this one column today!

W'e'll start off with this shorty from Sandro Bucci, of Spring Valley, NY:

"Have you had a lot of acting opportunities?"

Yep, but not as many as I'd like!

Meredith McEwen of Havertown, PA touches on a sore subject here:

"How does it feel to hear 'Comics are just kid stuff'?"

Rotten! That's why I write the Soapbox - to show how erudite and cultured we are!

I'll betcha Elliot Rosen of Erial, NJ gave a lot of thought and study to this one:

"Is it true you based Spider-Man's wisecracking attitude on Bugs Bunny?"

Nah! I never even saw Bugs. Oh, by the way, eh, eh, what's up, Doc?

Do you think Zack Quaintance of Glendale HTs, IL is an optician? He asks:

"Hey, Stan, how come Cyclops doesn't get 'ruby quartz' contacts?"

He can't afford 'em. But maybe if more of you bought his comic books...

Sean "Cannonball" Mullaney of Wrightsville, PA mustn't read our credits pages:

"Do you have a nickname?"

Lots! Mainly "Stan the Man." Most of the other names I'm called aren't printable!

It's obvious that Daniel P. Florence of Cynthiana, KS is into statistics:

"How many super heroes and villains did you personally create over the years?"

Never counted 'em, Danny, but I'll betcha there must be at least two or three!

Here's a doozy from Pier Bedotto of Cuernavaca Morelos, Mexico:

"Name the last story you wrote before becoming Marvel's publisher in the early 70's?"

Haven't the foggiest, Pier, but a zingy new No-Prize to the first one who can tell me.

Dennis Cooper of Chicago, IL apparently remembers people I mention in my columns:

"What do you and your debating pal, Harlan Ellison, have to debate about?"

Mostly about whose name comes first when the programs are printed!

How about that?! Eight smart letters and dozens of answers in one skinny little column! Eight True Believers who have attained No-Prize status! Eight more reasons for the rest of you to think I've lost my mind! Come on, join the madness - write: "Stan's Soapbox" c/o BULLPEN BULLETINS, Marvel Comics, 387 Park Ave. South, NY NY 10016 or e-mail me at stanstan2@aol.com - and, whatever you do, never mention those addresses to anyone. DC's spies are everywhere!

Excelsior!

Stan

Stan Lee

JOE KUBERT'S WORLD OF CARTOONING

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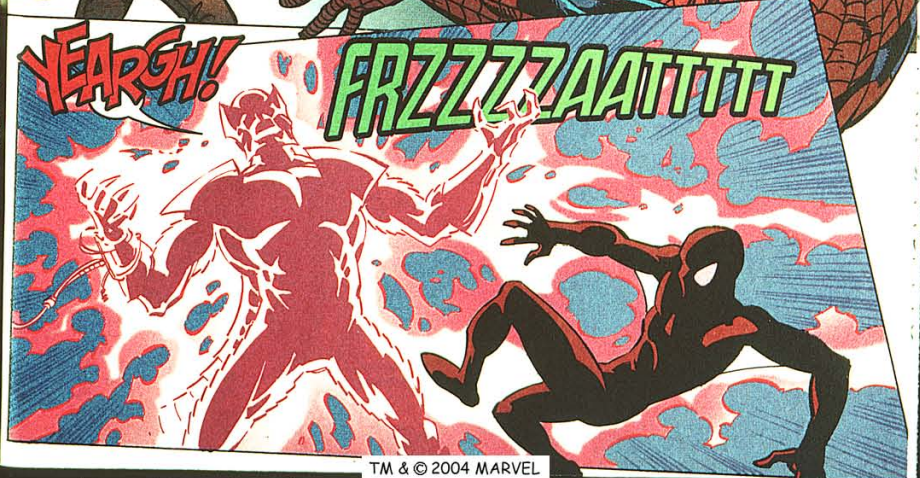
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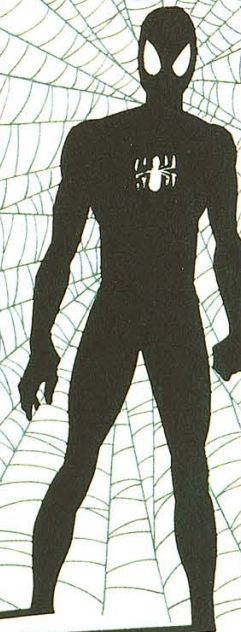
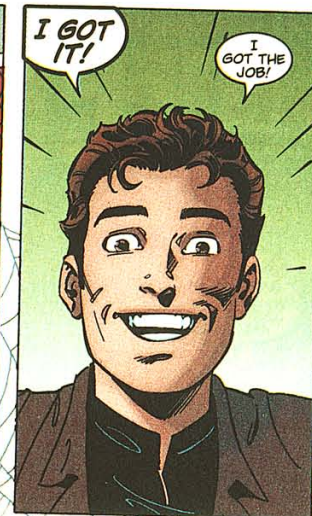
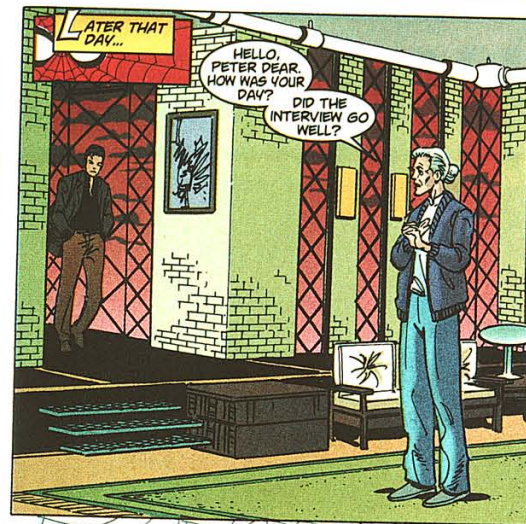


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THE END

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STAN LEE
PRESENTS:

REBIRTH!

ONE WEEK AGO...

WHO ARE
YOU?

HOW DID
YOU GET ME
OUT OF
JAIL?

WHERE
AM I?

WHAT
DO YOU WANT
FROM ME?

YOU ARE A
WEAPON.

I AM MAC
GARGAN.

YOU WILL BE
IMPROVED.

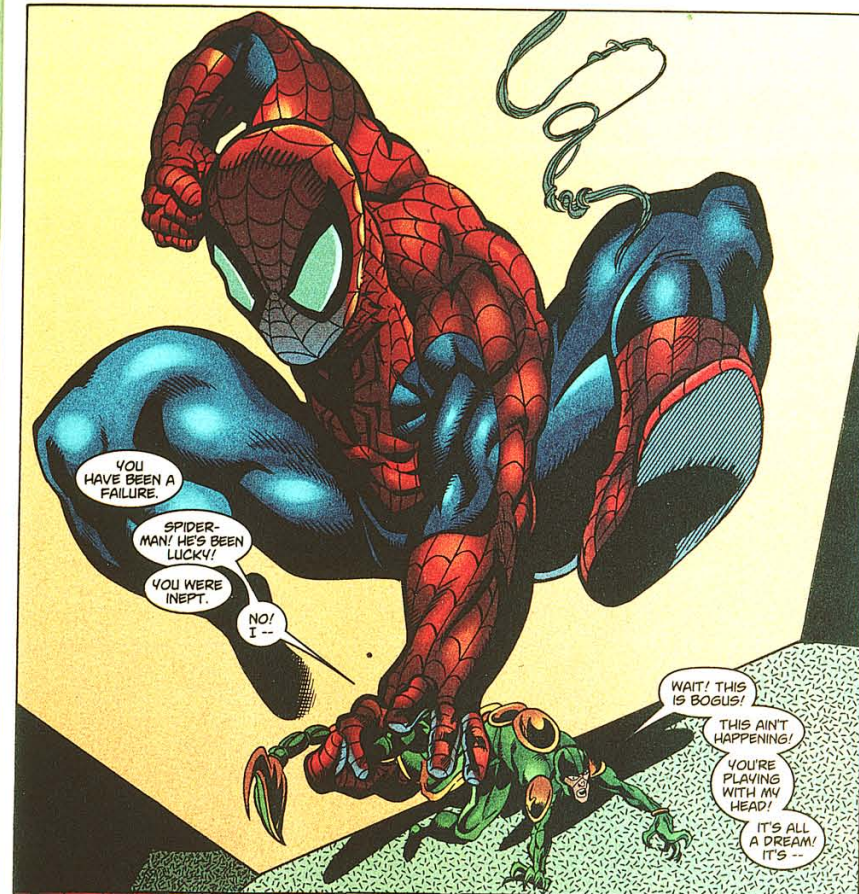
I AM THE
SCORPION.

YOU WILL BE
TRAINED.

I'LL
KILL
YOU!

OR
YOU WILL
DIE.

GET OUT OF
MY HEAD! GET
OUT, OR --



YOU
HAVE BEEN A
FAILURE.

SPIDER-
MAN! HE'S BEEN
LUCKY!

YOU WERE
INEPT.

NO!
I --

WAIT! THIS
IS BOGUS!

THIS AIN'T
HAPPENING!

YOU'RE
PLAYING
WITH MY
HEAD!

IT'S ALL
A DREAM!
IT'S --



IT IS NO
DREAM.

WHAT DO YOU
WANT?

YOU WILL BE
TRAINED.

WHAT?
YOU WANT
A JOB
DONE?

I'LL
HANDLE IT.
JUST TELL ME
WHO OR WHAT
YOU WANT
DONE.

YOU
DON'T HAVE
TO DO THIS.

YOU
WILL FAIL NO
MORE.

FINE!
LIKE I
SAID --

YOU
WILL BE OUR
WEAPON.

I
CANT.

HOWARD MACKIE STORY RAFAEL KAYANAN PENCILS JIMMY PALMIOTTI INKS
JOHN KALISZ COLORS RS/COMICRAFT/LA LETTERS RALF EDITS BOB CHIEF



STAN LEE presents

THE SECRETS OF SPIDER-MAN

THE TIME: YESTERDAY

THE PLACE: QUEENS, N.Y.

THE PLAYER: PETER PARKER, THE ERSTWHILE AMAZING SPIDER-MAN.

JOE BERG

WRITER-ARTIST
JOHN KALISZ - COLORS
RALPH MACCHIO - EDITOR

EVEN THOUGH I'VE GIVEN UP BEING SPIDER-MAN, FOREVER, I CAN STILL USE MY SPIDER-POWERS TO MAKE MY LIFE A LITTLE EASIER.



AND THE BIOLOGICAL "VELCRO" THAT LETS ME STICK TO ANY SURFACE IS PART OF ME, NOT MY SPIDER-MAN COSTUME.



NOW, WHILE M.J. COVERS FOR ME WITH THE LADIES DOWNSTAIRS...

...I'LL JUST GET RID OF THE LAST THING THAT MIGHT LINK PETER PARKER TO SPIDER-MAN.



THIS SHOULD BE QUICK AND EASY.

AND HERE IT IS! ALL THE DATA I COMPILED ON MY NEW POWERS WHEN I FIRST BECAME SPIDER-MAN!



LORD--THAT SEEMS SO LONG AGO! I WAS THE JUNIOR SCIENCE WHIZ BACK THEN. HALF OF THE WONDER OF MY NEW POWERS WAS TRYING TO FIGURE OUT HOW THEY WORKED!



"I KNEW THE POWERS MUST HAVE COME FROM THE BITE OF A SPIDER ACCIDENTALLY IRRADIATED BY OTTO OCTAVIUS' DEMONSTRATION AT THE GENERAL TECHNOLOGICS LAB.



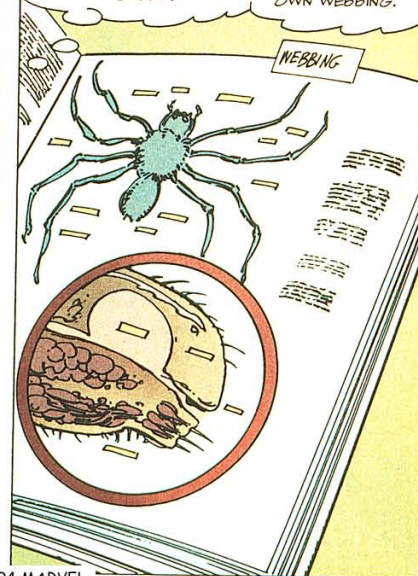
THESE ARE ALL THE BOOKS I COLLECTED ON SPIDERS AND THEIR HABITS.

IT WAS FROM THESE THAT I LEARNED ALL SPIDERS ARE VENOMOUS, SO I DIDN'T NEED TO WORRY ABOUT WHAT KIND OF SPIDER BIT ME.



AND THIS IS THE ONE THAT TOLD ME A SPIDER'S WEBBING IS, ONCE FOR ONCE, STRONGER THAN STEEL!

THAT GAVE ME THE TARGET I NEEDED WHEN I DEVELOPED MY OWN WEBBING.



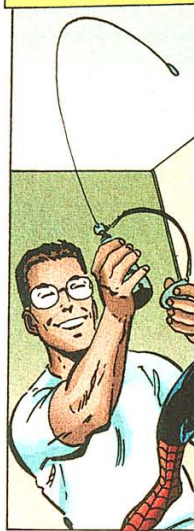
"AS LUCK WOULD HAVE IT, I'D BEEN WORKING ON A POLYMER EXTRUSION SYSTEM THE YEAR BEFORE, AS A SCIENCE CLASS PROJECT.

"IT WAS WAY SIMPLE TO ADAPT THAT SYSTEM TO A PAIR OF WEB-SPINNERS I COULD WEAR UNDER MY COSTUME.

"AFTER UNCLE BEN WAS KILLED, AND I REALIZED I HAD TO PUT MY POWERS TO BETTER USE...

"I ALSO LEARNED PRETTY FAST I HAD TO STRENGTHEN MY ORIGINAL FORMULA."

"YOUR PUNY WEBBING IS NO MATCH FOR THE POWER OF MY MECHANICAL ARMS!"



"NOW IT'S SO STRONG A HALF-INCH THICKNESS OF WEB COULD HOLD EVEN THE THING PRISONER..."

"AT LEAST, UNTIL THE WEBBING DISSOLVES, WHICH I MADE IT TO DO IN AN HOUR OR SO."

"ONE OF THE REASONS I CAME UP WITH THESE ADDITIONAL CANNISTERS OF WEB-FLUID, WHEN I RUN OUT I CAN—I COULD REPLACE MY SUPPLY QUICKLY AND EASILY!"



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"AND THESE ARE THE GRAPHS I WORKED UP CALCULATING MY STRENGTH LEVELS."



"I DIDN'T TAKE LONG TO REALIZE I HAVE THE PROPORTIONATE STRENGTH OF A SPIDER."

"I CAN LIFT HUNDREDS OF TIMES MY BODY WEIGHT."



"ALL THAT, PLUS A STRANGE SIXTH SENSE—MY SPIDER-SENSE—AND I WAS READY TO PLAY SUPER HERO."

"HE'S BEHIND ME!"



"AND NOW, WITH SPIDER-MAN BEHIND ME, I'M FINALLY READY TO DEVOTE MYSELF TO THE MOST IMPORTANT ROLE OF MY LIFE."



"FULL-TIME HUSBAND TO MARY JANE, AND DEVOTED NEPHEW TO AUNT MAY!"

"PETER, DEAR! THERE YOU ARE! JUST IN TIME FOR ANOTHER SLICE OF AUNT MARY'S DELICIOUS CHEESECAKE!"

"CAREFUL WITH THAT, THOUGH, SWEETIE! YOU'RE NOT GETTING ALL THE EXERCISE YOU USED TO..."



"AND SO WE LEAVE THIS PLEASANT MOMENT IN THE LIFE OF PETER PARKER, FORMERLY SPIDER-MAN..."

"...KNOWING IN OUR HEARTS OF HEARTS, THAT SUCH SCENES CAN NEVER TRULY BECOME THE NORMAL PATTERN HE WISHES FOR HIS LIFE..."

THE END

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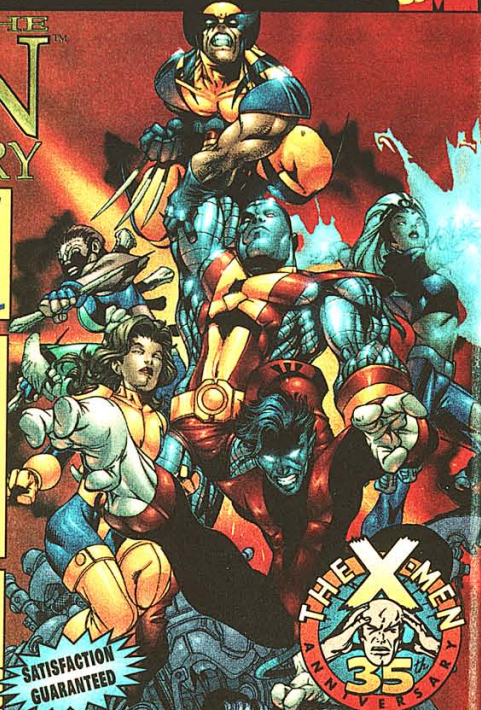
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